

EXHIBIT 1

VOLUME: I
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IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

CASE NO. 6:12-cv-499 MHS
CASE NO. 6:13-cv-00124

-----X
BLUE SPIKE, LLC,

Plaintiff

vs

TEXAS INSTRUMENTS, INC., ET ALS,

Defendants
-----X

VIDEOTAPE DEPOSITION OF HRAC ROGER
KELESOGLU, taken on behalf of the Plaintiff,
pursuant to the applicable provisions of the
Federal Rules of Civil Procedure, before James
A. Lyons, CSR No. 117993, a Registered Diplomate
Reporter, Certified Realtime Reporter and Notary
Public in and for the Commonwealth of
Massachusetts, at the offices of Regus, 99 Derby
Street, Suite 200, Hingham, Massachusetts 02043,
on Monday, March 24, 2014, commencing at 10:03
a.m.

NATIONAL COURT REPORTERS, INC.
7835 FREEWAY CIRCLE
CLEVELAND, OHIO 44130
PHONE: 440.826.4000 / FAX: 440.826.9800
www.nationalcourtreporters.com

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1 about your role at Cognitec. Can you tell me
 2 what your position is at Cognitec Systems
 3 Corporation?
 4 **A. Yes. I am senior business development**
 5 **executive.**
 6 **Q.** And what are your responsibilities as the senior
 7 business development executive?
 8 **A. I am the manager for day-to-day business, sales,**
 9 **marketing, and I provide guidance and direction**
 10 **for customer support.**
 11 **Q.** And are there other responsibilities that you
 12 have aside from these? Do you have any other
 13 responsibilities aside from what you just
 14 listed?
 15 **A. Such as?**
 16 **Q.** Have you listed all of your responsibilities or
 17 are there others?
 18 **A. Yes.**
 19 **Q.** So when you say that you manage the day-to-day
 20 business --
 21 **A. Yes.**
 22 **Q.** -- can you tell me about that?
 23 **A. Yes, business.**
 24 **Q.** Tell me a little bit about what that is, what
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1 things that you might do when you're managing
 2 the day-to-day business?
 3 **A. What I do day-to-day, is that the question?**
 4 **Q.** Yes.
 5 **A. I manage the U.S., North American operations,**
 6 **customers, selling licenses. Business**
 7 **development job description, I can give that to**
 8 **you. I hire. I fire. I interview. Call**
 9 **customers, approve expenses, day-to-day**
 10 **expenses.**
 11 **Q.** Anything else?
 12 **A. I can't remember everything right now. If you**
 13 **ask me specific what I do, I can say yes or no,**
 14 **if you want.**
 15 **Q.** Okay. So let's start with hiring and firing.
 16 **A. Yes.**
 17 **Q.** You said you make the decision to hire and fire
 18 personnel?
 19 **A. Yes.**
 20 **Q.** Do you have to report to anybody else before you
 21 do that?
 22 **A. Before?**
 23 **Q.** Before or after.
 24 **A. Well, I inform the president.**
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1 **Q.** You inform the president?
 2 **A. Yes.**
 3 **Q.** Does the president give his approval before you
 4 hire or fire?
 5 **A. No. It's my decision.**
 6 **Q.** And who is the president?
 7 **A. Alfredo Herrera.**
 8 **Q.** So you inform the president before hiring or
 9 firing?
 10 **A. Yes.**
 11 **Q.** And you inform him --
 12 **A. Yes, like every other company.**
 13 **Q.** But he does not give his okay. You can make
 14 that decision without his approval?
 15 **A. Yes, sure. He does not get involved in**
 16 **day-to-day business.**
 17 **Q.** And so when you contact Mr. Herrera, is he local
 18 here? Do you talk to him?
 19 **A. No. He is in Dresden, Germany.**
 20 **Q.** He is in Dresden?
 21 **A. However, we communicate by phone or Skype as the**
 22 **president.**
 23 **Q.** And Mr. Herrera is also the managing director of
 24 Cognitec systems GmbH; is that correct?
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1 **A. That's a different hat.**
 2 **Q.** I'm sorry?
 3 **A. He wears a different hat.**
 4 **Q.** But is he the managing director of Cognitec
 5 Systems GmbH?
 6 **A. Yes.**
 7 **Q.** So how often do you contact Mr. Herrera?
 8 **A. Well, we have conference calls once a month.**
 9 **Q.** How often or can you estimate how often that you
 10 might hire or fire somebody?
 11 **A. Well, I've got employees for eleven years, and**
 12 **we had employees for, unfortunately, shorter**
 13 **period of time.**
 14 **Q.** Have you hired or fired anyone in 2014?
 15 **A. 2014, no -- I'm interviewing right now.**
 16 **Q.** Okay.
 17 **A. I have a job interview.**
 18 **Q.** Did you hire or fire anybody in 2013?
 19 **A. Yes.**
 20 **Q.** How many people?
 21 **A. One.**
 22 **Q.** And when you talked to Mr. Herrera about that
 23 position --
 24 **A. Yes.**
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<p style="text-align: right;">42</p> <p>1 Q. How long might that trainer stay?</p> <p>2 A. Might stay three or four days.</p> <p>3 Q. And when Cognitec Systems GmbH sends a trainer</p> <p>4 to Massachusetts, do they train all of your</p> <p>5 customer service representatives?</p> <p>6 A. Some, maybe all, maybe one.</p> <p>7 Q. And once your customer service representatives</p> <p>8 are trained, they will then support that</p> <p>9 product?</p> <p>10 A. Yes.</p> <p>11 Q. How often would Cognitec Systems GmbH send a</p> <p>12 trainer?</p> <p>13 A. It depends on if there is a new product. It</p> <p>14 depends if we have a new employee.</p> <p>15 Q. If you have --</p> <p>16 A. We pay for the training. We pay to GmbH.</p> <p>17 Q. So if you have a new employee, then Cognitec</p> <p>18 Systems GmbH will send someone to train that</p> <p>19 employee?</p> <p>20 A. If I ask.</p> <p>21 Q. If you ask.</p> <p>22 Did you ask for someone to train the one</p> <p>23 employee that was hired in 2013?</p> <p>24 A. Actually, correct myself. Technical support</p> <p style="text-align: center;">National Court Reporters, Inc.</p> <p style="text-align: center;">888.800.9656</p>	<p style="text-align: right;">44</p> <p>1 something specific to her office that she</p> <p>2 wouldn't consult with someone outside of the</p> <p>3 office, she would have to call Germany?</p> <p>4 A. She calls me. I approve travel of everybody.</p> <p>5 Q. You approve travel, okay. So you're saying, in</p> <p>6 some situations, the administrative assistant in</p> <p>7 Miami reports to you?</p> <p>8 A. No. I approve expenses, travel expenses,</p> <p>9 specifically.</p> <p>10 Q. Are there other expenses that you approve?</p> <p>11 A. I'm sorry?</p> <p>12 Q. Do you approve expenses other than travel</p> <p>13 expenses?</p> <p>14 A. If it's related to day-to-day business.</p> <p>15 Q. Can you give me some examples of those</p> <p>16 expenses?</p> <p>17 A. Office supplies.</p> <p>18 Q. And what else?</p> <p>19 A. Buying, like, a washing machine for our</p> <p>20 kitchen.</p> <p>21 Q. Is there a limit to the amount of an expense?</p> <p>22 A. We have a budget.</p> <p>23 Q. You have a budget?</p> <p>24 A. Yes.</p> <p style="text-align: center;">National Court Reporters, Inc.</p> <p style="text-align: center;">888.800.9656</p>
<p style="text-align: right;">43</p> <p>1 manager will ask.</p> <p>2 Q. Did the technical support manager request a</p> <p>3 trainer from Cognitec Systems GmbH in 2013?</p> <p>4 A. Not sure, but I think he did.</p> <p>5 Q. Do you remember a trainer from Cognitec Systems</p> <p>6 GmbH coming on-site in 2013?</p> <p>7 A. Yes, I think I do.</p> <p>8 Q. You said that the administrative assistant in</p> <p>9 Miami reports to the president; is that</p> <p>10 correct?</p> <p>11 A. We have support from controller from Germany.</p> <p>12 I'm not so sure exactly what the relationship</p> <p>13 is.</p> <p>14 Q. So the administrative assistant in Miami may</p> <p>15 contact the controller in Germany for</p> <p>16 assistance?</p> <p>17 A. May.</p> <p>18 Q. So if, on any given day, if the administrative</p> <p>19 assistant has a question, she would need to make</p> <p>20 a call to Germany?</p> <p>21 A. No. We have our own accounting firm, as I said.</p> <p>22 We have our own banking. We have ADP.</p> <p>23 Q. But if the administrative assistant has any</p> <p>24 questions regarding internal operations,</p> <p style="text-align: center;">National Court Reporters, Inc.</p> <p style="text-align: center;">888.800.9656</p>	<p style="text-align: right;">45</p> <p>1 Q. Are you limited in the amount of money, aside</p> <p>2 from the budget, that you would be able to</p> <p>3 approve?</p> <p>4 A. No, budget. The budget is the amount of</p> <p>5 money.</p> <p>6 Q. Is the budget that you have enough to cover all</p> <p>7 of your expenses?</p> <p>8 A. Sometimes.</p> <p>9 Q. And when the budget is not enough to cover your</p> <p>10 expenses, do you receive money from GmbH?</p> <p>11 A. No.</p> <p>12 Q. If your budget does not cover expenses, what do</p> <p>13 you do?</p> <p>14 A. We just cut costs.</p> <p>15 Q. So all of Cognitec Systems Corporation's</p> <p>16 expenses are fully handled here locally and not</p> <p>17 through Germany?</p> <p>18 A. Correct.</p> <p>19 Q. If your budget were large enough, could you</p> <p>20 approve any expense within that budget?</p> <p>21 A. Management decision.</p> <p>22 Q. I'm sorry, can you explain that?</p> <p>23 A. If it makes sense, yes.</p> <p>24 Q. But technically, you could approve any</p> <p style="text-align: center;">National Court Reporters, Inc.</p> <p style="text-align: center;">888.800.9656</p>

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1 Miami?

2 **A. Yes.**

3 **Q.** Is that true?

4 **A. Did occur.**

5 **Q.** So they are no longer occurring there?

6 **A. I don't know, no. You changed the question.**

7 **Q.** When you said that they did occur, can you tell

8 me when they did occur?

9 **A. What I said, you asked me the annual meetings;**

10 **and I said I'm aware of some occurred in Miami,**

11 **one occurred here.**

12 **Q.** How many occurred in Miami?

13 **A. I don't know.**

14 **Q.** Can you estimate how many occurred in Miami?

15 **A. I can't recall.**

16 **Q.** Can you think of one specific time where one

17 occurred in Miami?

18 **A. No.**

19 **Q.** Do you know if one occurred in Miami last

20 year?

21 **A. No, it did not occur.**

22 **Q.** There was not a board of directors meeting in

23 Miami last year?

24 **A. No.**

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1 **Q.** Was there a board of directors meeting at all in

2 the United States last year?

3 **A. In the United States?**

4 **Q.** Yes.

5 **A. Not to my knowledge.**

6 **Q.** Has there been a board of directors meeting in

7 the United States this year?

8 **A. This year?**

9 **Q.** 2014, this year.

10 **A. Not to my knowledge.**

11 **Q.** Was there a board of directors meeting in the

12 United States in 2012?

13 **A. I am not aware of it. I know that there are**

14 **annual meetings. I don't know where they are**

15 **held.**

16 **Q.** Was there a directors meeting held in the United

17 States in 2011?

18 **A. I can't recall the exact date.**

19 **Q.** Did the annual meetings change locations after

20 Felipe Rodriguez stepped down?

21 **A. Yes, I would say.**

22 MR. BEARD: Do you know? Are you saying

23 yes to the answer?

24 THE WITNESS: Let me rephrase. They did

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1 not occur in Massachusetts, as far as I know.

2 When you say "changed," I don't know what you

3 meant by "changed."

4 MR. BEARD: Okay.

5 **A. So if you would be more specific, then I can**

6 **answer yes or no.**

7 **Q.** Sure.

8 So did the board of directors or did the

9 annual meetings occur in Miami --

10 MR. ANDERSON: Well, then let me ask you

11 this:

12 **Q.** Did the board of directors meetings, were there

13 any board of directors meetings held in Miami

14 after Felipe Rodriguez stepped down?

15 **A. I don't know.**

16 **Q.** So do you know who the directors are of Cognitec

17 Systems GmbH?

18 **A. I'm sorry?**

19 **Q.** Do you know who the directors are of Cognitec

20 Systems GmbH?

21 **A. No.**

22 **Q.** Do you know who the officers are of Cognitec

23 Systems GmbH?

24 **A. No.**

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1 **Q.** Do you know Alfredo Herrera's position or any of

2 his positions in Cognitec Systems GmbH?

3 **A. Managing director.**

4 **Q.** And the managing director is an officer of

5 Cognitec Systems GmbH; is that correct?

6 **A. I can't confirm that. I don't know.**

7 **Q.** Do you know if Alfredo Herrera is a director of

8 Cognitec Systems GmbH?

9 **A. I don't know.**

10 **Q.** Does Cognitec Systems GmbH own Cognitec Systems

11 Corporation?

12 **A. They own 100 percent of the shares.**

13 **Q.** So if you could refer to Exhibit No. 5 again,

14 this company listing on the website. And I

15 want to ask you another question about

16 headquarters.

17 So Cognitec Systems GmbH is listed as a

18 headquarters on page 1; is that correct?

19 **A. They are the headquarters of Cognitec Systems**

20 **GmbH.**

21 **Q.** But they are labeled as a headquarters on that

22 page; is that correct?

23 **A. In GmbH.**

24 MR. BEARD: He is on page 1, by the way.

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1 **Q.** So you are only aware of how the company uses
 2 money for your department and customer service;
 3 is that correct?
 4 **A. Correct.**
 5 MR. ANDERSON: Okay. Those are all of
 6 the questions that I have for now. Thank
 7 you.
 8 MR. BEARD: You're passing him?
 9 MR. ANDERSON: Yes, please.
 10
 11 EXAMINATION BY MR. BEARD:
 12 **Q.** Okay. I just have a couple of questions for
 13 you.
 14 You talked previously about reporting to
 15 the president, various groups within Cognitec
 16 Systems Corporation reporting to the president
 17 on various matters.
 18 Can you clarify what you mean by
 19 reporting?
 20 **A. The interaction, like, the president at high**
 21 **level.**
 22 **When you say "reporting," can you clarify**
 23 **the question? Are you asking management**
 24 **reporting or are you asking report-report?**
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1 **Providing reports I meant.**
 2 **Q.** You've indicated previously that you report to
 3 the president on various matters?
 4 **A. I do, yes.**
 5 **Q.** When you report to the president, can you
 6 explain what you mean by saying you report?
 7 **A. I give him top level strategy information. I**
 8 **make decisions, inform him of the decisions that**
 9 **I make. And if he has any comments, obviously,**
 10 **I consider, vice versa.**
 11 **Q.** Is the president of Cognitec Systems Corporation
 12 ever involved in the day-to-day operations of
 13 the company?
 14 **A. I won't use never. He is not involved in**
 15 **day-to-day operations.**
 16 **Q.** Can you tell me where the corporate
 17 headquarters is for Cognitec Systems
 18 Corporation?
 19 **A. Here in Rockland, Massachusetts.**
 20 **Q.** And where is the corporate headquarters for
 21 Cognitec Systems GmbH?
 22 **A. Dresden, Germany.**
 23 **Q.** Does Cognitec Systems Corporation share a
 24 headquarters with Cognitec Systems GmbH?
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1 **A. I'm sorry?**
 2 **Q.** Does Cognitec Systems Corporation share a
 3 headquarters, a physical location with Cognitec
 4 Systems GmbH?
 5 **A. No.**
 6 **Q.** Does Cognitec Systems Corporation have its own
 7 bank accounts?
 8 **A. Yes.**
 9 **Q.** Does Cognitec Systems Corporation share any bank
 10 accounts with Cognitec Systems GmbH?
 11 **A. No.**
 12 **Q.** Does Cognitec Systems Corporation have its own
 13 accounting and payroll systems?
 14 **A. Yes.**
 15 **Q.** Does Cognitec Systems Corporation share
 16 accounting and payroll systems with Cognitec
 17 Systems GmbH?
 18 **A. No.**
 19 **Q.** Does Cognitec Systems Corporation have its own
 20 insurance policies?
 21 **A. Yes.**
 22 **Q.** And who pays for those insurance policies?
 23 **A. Cognitec Systems Corporation.**
 24 **Q.** And does Cognitec Systems Corporation share
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1 insurance policies with Cognitec Systems GmbH?
 2 **A. Repeat the question.**
 3 **Q.** Does Cognitec Systems Corporation share
 4 insurance policies with Cognitec Systems GmbH?
 5 **A. No.**
 6 **Q.** Does Cognitec Systems Corporation have its own
 7 budget?
 8 **A. Yes.**
 9 **Q.** And does Cognitec Systems Corporation share a
 10 budget with Cognitec Systems GmbH?
 11 **A. No.**
 12 **Q.** Does Cognitec Systems Corporation have its own
 13 financial records?
 14 **A. Yes.**
 15 **Q.** And does Cognitec Systems Corporation have
 16 financial records which also incorporate
 17 Cognitec Systems GmbH's financial information?
 18 **A. No, does not.**
 19 **Q.** Does Cognitec Systems Corporation file its own
 20 taxes?
 21 **A. Yes.**
 22 **Q.** And those are state and federal taxes?
 23 **A. Yes, and employee taxes.**
 24 **Q.** Are there any assets that are owned by Cognitec
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1 Systems GmbH that are located within the company
 2 of Cognitec Systems Corporation?
 3 **A. No.**
 4 **Q.** Does Cognitec Systems GmbH own any assets that
 5 are used by Cognitec Systems Corporation?
 6 **A. Ask your question again, I'm sorry.**
 7 **Q.** Does Cognitec Systems GmbH own any of the
 8 assets that are used by Cognitec Systems
 9 Corporation?
 10 **A. No.**
 11 **Q.** Is Cognitec Systems GmbH involved in any of the
 12 day-to-day operations of Cognitec Systems
 13 Corporation?
 14 **A. No.**
 15 **Q.** And who is in charge of the day-to-day
 16 operations for Cognitec Systems Corporation?
 17 **A. Who is?**
 18 **Q.** Who is involved in it?
 19 **A. I am involved more, yes.**
 20 **Q.** Is there anyone else in the company involved?
 21 **A. The technical support, the customer support**
 22 **manager also, we work together.**
 23 MR. ANDERSON: Objection, vague but.
 24 **Q.** Is Cognitec Systems GmbH involved in any of the
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1 day-to-day operations for Cognitec Systems
 2 Corporation?
 3 **A. No.**
 4 **Q.** Is Cognitec Systems Corporation responsible for
 5 its own day-to-day operations for marketing and
 6 sales of its products?
 7 **A. Yes.**
 8 MR. ANDERSON: Objection. Vague as to
 9 day-to-day.
 10 MR. BEARD: I'll pass the witness.
 11 MR. ANDERSON: Thank you.
 12
 13 EXAMINATION BY MR. ANDERSON:
 14 **Q.** We're almost done.
 15 So you said that Cognitec Systems
 16 Corporation has its own bank accounts; is that
 17 correct?
 18 **A. Cognitec Systems Corporation, yes.**
 19 **Q.** And how many bank accounts does it have?
 20 **A. What?**
 21 **Q.** How many bank accounts does Cognitec Systems
 22 Corporation have?
 23 **A. I don't know how many, but we have.**
 24 **Q.** And what information leads you to believe that
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1 Cognitec Systems Corporation has its own bank
 2 accounts?
 3 **A. I was informed of that.**
 4 **Q.** And who informed you of that?
 5 **A. The administration in Miami, bank accounts are**
 6 **in Miami. We get checks for expenses.**
 7 **Q.** So do you have any information that indicates to
 8 you that those accounts are not shared with
 9 Cognitec Systems GmbH?
 10 **A. I have verbal information.**
 11 **Q.** And who does that come from?
 12 **A. The president and the administrator.**
 13 **Q.** So the president and the administrator told you,
 14 specifically, that the bank accounts are not
 15 used by both Cognitec Systems GmbH and Cognitec
 16 Systems Corporation?
 17 **A. Correct.**
 18 **Q.** And how many of those bank accounts did they
 19 indicate are separate?
 20 **A. I don't know.**
 21 **Q.** And when did they indicate that to you?
 22 **A. Since day one.**
 23 **Q.** Since day one?
 24 **A. Yes.**
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1 **Q.** When you were hired, they told you that they had
 2 separate bank accounts?
 3 **A. I was aware of that.**
 4 **Q.** But you were aware of --
 5 **A. We were getting the checks from the bank**
 6 **accounts.**
 7 **Q.** And so isn't it true that your only knowledge
 8 of the bank accounts is the fact that you
 9 receive a check from Cognitec Systems
 10 Corporation?
 11 MR. BEARD: Objection. Misstates prior
 12 testimony.
 13 **A. No.**
 14 **Q.** What was your answer?
 15 **A. Can you ask the question again.**
 16 **Q.** Isn't it true that your only knowledge of
 17 Cognitec Systems Corporation's bank accounts is
 18 based on the fact that you receive a paycheck
 19 from Cognitec Systems Corporation?
 20 MR. BEARD: Same objection.
 21 **A. Yes.**
 22 **Q.** Are you familiar with Cognitec Systems
 23 Corporation's payroll systems?
 24 **A. ADP.**
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